Company Registration number 2139872

YorkSHARE Limited

Report and Accounts

31 October 2015

REGISTERED NUMBER: 2139872

DIRECTORS
J W Tracy

SECRETARY
M Curle

AUDITORS
Ernst & Young LLP
One Bridgewater Place
Water Lane
Leeds
LS11 5QR

REGISTERED OFFICE
Exchange Court
Duncombe Street
Leeds
LS14AX

DIRECTORS REPORT

The directors present their report and accounts for the year ended 31 October 2015. The registered number of the Group is 2139872.

RESULTS AND DIVIDENDS
The company made a loss for the year of £2,149,000 (2014: £nil). The directors do not recommend the payment of a final dividend for the year.

During the year, a capital injection of £4,164,000 was approved by the company's board and injected by the parent company. This was used to purchase an additional 4,164,000 £1 shares in TD Direct Investing (Europe) Limited.

Following an impairment review performed by management, in accordance with the requirements of IAS 36 'Impairment of Assets' net impairment losses recognised in the Company income statement relating to investments were £2,149,000 (2014: £nil). Impairment losses were driven by lower projected future cash flows from investments, based on management forecasts, in the light of current trading and economic conditions.

DIRECTORS AND THEIR INTERESTS
The directors of the company during the year were as follows:

P Masterson	Terminated 27 August 2015
D W Sutherland	Terminated 30 July 2015
J W Tracy	Appointed 25 August 2015

No directors held any disclosable interest in the shares of the company during the year.

GOING CONCERN
Management has made an assessment of the Company's ability to continue as a going concern and, after considering the following factors, is satisfied that it is able to continue in business for the foreseeable future.

The Company is a wholly owned subsidiary of the TD Wealth Holdings (UK) Limited group, and invests in the primary trading company of that group, TD Direct Investing (Europe) Limited. This trading company maintains appropriate capital, as assessed by the ICAAP, to meet all regulatory capital requirements for the foreseeable future.

Management forecasts anticipate the trading company will return to profitability in the medium term future, driven by market share growth, anticipated market recovery, and interest rate rises. These forecasts include key assumptions regarding future market upturns and UK Bank of England base rate rises, which are based on economic forecasts but remain uncertain and subject to change. In the meantime the ultimate parent company has expressed willingness to continue to provide support to the trading company and the group in meeting all liabilities and regulatory capital requirements.

During the year, a capital injection was approved by the board for up to £4,164,000. A total of £4,164,000 has been injected to date.

Subsequent to the year end, the Company's ultimate parent company and controlling party, TD Bank Group, commenced a strategic review of its investment in the TD Wealth Holdings (UK) Limited Group, including the trading subsidiary TD Direct Investing (Europe) Limited. At the date when the financial statements are authorised for issue, this strategic review remains ongoing, and there is no indication that the going concern assumption is no longer appropriate as a result of this strategic review.

FUTURE DEVELOPMENTS

The Company does not trade, but hold and investment in TD Direct Investing (Europe) Limited. The directors do not intend to commence trade, and are not aware of any factors that would alter the investment in TD Direct Investing (Europe) Limited in the forthcoming year.

As outlined above commenced a strategic review of its investment in the TD Wealth Holdings (UK) Limited Group, including the trading subsidiary TD Direct Investing (Europe) Limited. At the date when the financial statements are authorised for issue, this strategic review remains ongoing.

DIRECTORS' STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were members of the board at the time of approving the directors' report are listed above. Having made enquiries of fellow directors and of the Group's auditors, each of these directors confirms that:

- to the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditors are unaware; and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the Board

J W Tracy

Date 29 June 2016

STRATEGIC REPORT

The directors present their strategic report for the year ended 31 October 2015.

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES
The Company is a wholly owned subsidiary of TD Wealth Holdings (UK) Limited. The Company has not traded, but holds an investment in TD Direct Investing (Europe) Limited.

Subsequent to the year end, the Company's ultimate parent company and controlling party, TD Bank Group, commenced a strategic review of its investment in the TD Wealth Holdings (UK) Limited Group, including the trading subsidiary TD Direct Investing (Europe) Limited. At the date when the financial statements are authorised for issue, this strategic review remains ongoing. Therefore, the directors are not aware, at the date of this report, of any likely changes in the Group's activities in the next year.

As shown in the income statement, the company made a loss for the year of £2,149,000 (2014: £nil).

Following an impairment review performed by management, in accordance with the requirements of IAS 36 'Impairment of Assets,' net impairment losses recognised in the income statement relating to investments were £2,149,000 (2014: £nil). Impairment losses were driven by lower projected future cash flows from investments, based on management forecasts, in the light of current trading and economic conditions.

Subsequent to the year end, further impairment losses totalling £1,938,000 were recognised in the income statement relating to investments. This followed a decline in the fair value of investments, in light of the strategic review of the business performed by the Company's ultimate parent company. No adjustment has been made to the financial statements for the year ended 31 October 2015 to reflect these subsequent impairment losses, as these are treated as non-adjusting events in accordance with IAS 10 'Events After the Reporting Period.' As outlined in the Directors' Report, there is no indication that the going concern assumption is no longer appropriate as a result of this strategic review.

KEY PERFORMANCE INDICATORS
As the Company does not trade, but holds an investment in TD Direct Investing (Europe) Limited, certain KPIs used by the trading company are relevant insofar as they affect the value of the investment held by the Company.

	2015	**2014**
Revenue decrease	(20.8)%	(4.4)%
Loss for the year change	(271.8)%	23.0%
Client settlement balances	£900.0 million	£809.8 million
Treasury return	0.46%	0.49%
Trades per day	9,644	7,606
Assets under administration	£12.0 billion	£11.4 billion

The revenue of TD Direct Investing (Europe) Limited has decreased by 20.8% compared with the prior year and loss after tax has increased by 271.8%. This followed significant one-off gains in the prior year, plus impairment losses and continuing challenges in trading and interest rate environments throughout 2015.

Trades per day is a key metric to the business and the major driver of both revenue and costs. The current year saw trades per day 26.8% higher than 2014 at 9,644, driven by the acquisition of customers from TD Asset Administration UK Limited in 2014. Assets under administration is a key indicator of the revenue earning potential of the business, and of market share. Assets under administration were 4.6% higher than 2014, demonstrating that the business is well placed to take advantage of the anticipated market recovery.

The cash to invest is controlled by careful and prudent management of cash balances, which are impacted by underlying market rates. Treasury return was 0.46% during the year, as UK Bank of England base rate remained at 0.50% throughout 2015. Client settlement balances have increased to £900.0 million (£2014: £809.8 million).

PRINCIPAL RISKS AND UNCERTAINTIES

As the Company does not trade, but holds an investment in TD Direct Investing (Europe) Limited, certain principal risks identified by the trading company are relevant insofar as they affect the value of the investment held by the Company.

Competitive pressure in the UK is an ongoing risk for TD Direct Investing (Europe) Limited, which could result in it losing commission to key competitors. This is managed by remaining competitive through offering an excellent standard of service to customers and a diverse range of products.

There continues to be a focus on Treasury risk during the year with continuous in depth reviews taking place to ensure the stability of Treasury counterparties remains strong. Term deposits have been restricted and an increased level of oversight has been put in place. Potential future treasury returns will continue to be challenging as a result of the ongoing low interest rate environment.

Credit risk remains a principal risk area due to trading activity by clients. This is managed through offering individual trading limits which incorporate concentration limits on certain stocks and sectors.

On behalf of the Board

J W Tracy

Date 29 June 2016

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Directors' Report, Strategic Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union and applicable law. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF YORKSHARE LIMITED

We have audited the financial statements of YorkSHARE Limited for the year ended 31 October 2015 which comprise the Income Statement, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 7. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report and Accounts to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 October 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Alistair Denton (Senior statutory auditor)

For and on behalf of Ernst & Young LLP, Statutory Auditor

Leeds

Date 30/6/16

INCOME STATEMENT
For the year ended 31 October 2015

	Notes	2015 £000	2014 £000
REVENUE		-	-
Cost of sales		-	-
GROSS PROFIT		-	-
Impairment losses	3	(2,149)	-
OPERATING LOSS		(2,149)	-
LOSS BEFORE TAXATION		(2,149)	-
Income tax charge		-	-
LOSS FOR THE YEAR		(2,149)	-

There is no Other Comprehensive Income for the years ended 31 October 2014 and 31 October 2015. All of the loss for the year is attributable to the owners of the parent.

STATEMENT OF FINANCIAL POSITION
As at 31 October 2015

	Notes	*2015* *£000*	*2014* *£000*
NON-CURRENT ASSETS			
Investments	*3*	6,653	4,638
CAPITAL AND RESERVES			
Called up share capital	*4*	8,802	4,638
Retained Earnings		(2,149)	-
TOTAL SHAREHOLDERS' FUNDS		6,653	4,638

The notes 1 to 7 form an integral part of the financial statements.

On behalf of the Board

J W Tracy

Director

Date: 29 June 2016

STATEMENT OF CHANGES IN EQUITY
For the year ended 31 October 2015

	Share Capital	Retained Earnings	Total Shareholders' funds
	£'000	£'000	£'000
As at 1 November 2013	3,000	-	3,000
Issued share capital	1,638		
As at 31 October 2014	4,638	-	3,000
As at 1 November 2014	4,638	-	4,638
Loss for the year	-	(2,149)	(2,149)
Issued share capital	4,164	-	4,164
As at 31 October 2015	8,802	(2,149)	6,653

1. ACCOUNTING POLICIES

The financial statements of YorkSHARE Limited for the year ended 31 October 2015 were authorised for issue in accordance with a resolution of the directors on 13 June 2016.The entity is a limited company incorporated and domiciled in England. The registered office is located at Exchange Court, Duncombe Street, Leeds, LS1 4AX.

Basis of preparation

The financial statements of the entity have been prepared in accordance with International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board (IASB) and adopted by the EU. The financial statements have been prepared on a historical cost basis. The financial statements are presented in sterling and all values are rounded to the nearest thousand (£000), except where otherwise indicated.

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective. Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective:

IFRS 5 (Revised) – Non-current Assets Held for Sale and Discontinued Operations, effective for annual periods beginning on or after 1 January 2016;

IFRS 7 (Revised) –Financial Instruments Disclosure, effective for annual periods beginning on or after 1 January 2016;

IFRS 9 Financial Instruments, effective for annual periods beginning on or after 1 January 2018;

IFRS 10 (Revised) Consolidated Financial Statements, effective for annual periods beginning on or after 1 January 2016;

IFRS 11 (Revised) - Accounting for Acquisitions of Interests in Joint Operations, effective for annual periods beginning on or after 1 January 2016;

IFRS 12 (Revised) Disclosures of Interests in Other Entities, effective for annual periods beginning on or after 1 January 2016;

IFRS 15 Revenue from Contracts with Customers, effective for annual periods beginning on or after 1 January 2018;

IAS 1 (Revised) Presentation of Financial Statements, effective for annual periods beginning on or after 1 January 2016;

IAS 16 (Revised) Property, Plant and Equipment, effective for annual periods beginning on or after 1 January 2016;

IAS 19 (Revised) Employee Benefits, effective for annual periods beginning on or after 1 January 2016;

IAS 27 (Revised) Separate Financial Statements, effective for annual periods beginning on or after 1 January 2016;

IAS 28(Revised) investments in Associates and Joint Ventures effective for annual periods beginning on or after 1 January 2016

IAS 38 (Revised) Intangible Assets, effective for annual periods beginning on or after 1 January 2016.

1. ACCOUNTING POLICIES *CONTINUED*

The directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements.

Going Concern
Management has made an assessment of the Company's ability to continue as a going concern and, after considering the following factors, is satisfied that it is able to continue in business for the foreseeable future.

The Company is a wholly owned subsidiary of the TD Wealth Holdings (UK) Limited group, and invests in the primary trading company of that group, TD Direct Investing (Europe) Limited. This trading company maintains appropriate capital, as assessed by the ICAAP, to meet all regulatory capital requirements for the foreseeable future.

Management forecasts anticipate the trading company will return to profitability in the medium term future, driven by market share growth, anticipated market recovery, and interest rate rises. These forecasts include key assumptions regarding future market upturns and UK Bank of England base rate rises, which are based on economic forecasts but remain uncertain and subject to change. In the meantime the ultimate parent company has expressed willingness to continue to provide support to the trading company (TD Direct Investing (Europe) Limited) and the group (TD Wealth Holdings (UK) Limited) in meeting all liabilities and regulatory capital requirements.

During the year, a capital injection was approved by the board for up to £4,164,000. A total of £4,164,000 has been injected to date.

Subsequent to the year end, the Company's ultimate parent company and controlling party, TD Bank Group, commenced a strategic review of its investment in the TD Wealth Holdings (UK) Limited Group, including the trading subsidiary TD Direct Investing (Europe) Limited. At the date when the financial statements are authorised for issue, this strategic review remains ongoing, and there is no indication that the going concern assumption is no longer appropriate as a result of this strategic review.

Related party transactions
In accordance with International Accounting Standard 24, the company has not presented details of related party transactions with fellow group undertakings, as the company is a subsidiary of a group where greater than 90% of the voting rights are controlled within the group and the group's parent financial statements are publicly available.

Statement of Cash Flows
The Company has not produced a statement of cash flows. In accordance with International Accounting Standard 7 the Company is claiming exemption as a statement of cash flows is included within the financial statements of its ultimate parent undertaking, for which accounts are publicly available.

Investments
Fixed asset investments are stated at cost less provision for any impairment in value.

Significant accounting judgements, estimates and assumptions

In the process of applying these accounting policies, the Group has exercised judgement and estimates in determining the amounts recognised in the financial statements. The most significant uses of judgement and estimates are as follows:

1. ACCOUNTING POLICIES *CONTINUED*

Impairment

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. The key assumptions used to determine the recoverable amount for the different cash generating units include the analysis of future cash flows expected to be earned from trading activity, cash balances and treasury returns and other fee related revenue streams. Impairment is an accounting judgement as a result of the uncertainties which exist around the key assumptions. As outlined in note 3, sensitivity analysis is performed on impairment reviews, to assess the likely impact of a 0.5 percentage point increase or decrease in the key assumptions used to determine the recoverable amount.

2. DIRECTORS' EMOLUMENTS

The Directors did not receive any emoluments in respect of their services to the Company during the year.

3. INVESTMENTS

As at 31 October 2015, the company holds the following fixed asset investments:

	31 October 2015 £000	*31 October 2014 £000*
Opening balance	4,638	3,000
Additional investment	4,164	1,638
Impairment loss	(2,149)	-
	6,653	4,638

The company holds 15,803,265 £1 shares in TD Direct Investing (Europe) Limited (2014: 11,638,280 £1 shares). The shares were given in consideration for the transfer of YorkSHARE assets under an asset transfer agreement, and are valued at £6,653,000 (2014: £4,638,000).

Following an assessment of the investment in the TD Direct Investing (Europe) Limited business, a net impairment loss of £2,149,000 (2014: £nil) was recognised in the income statement relating to this investment. This impairment loss was driven by lower projected future cash flows from the investment, based on management forecasts , in the light of current trading and economic conditions.

The recoverable amount of the investment is based on value in use calculations. The key assumptions used to determine value in use include analysis of future cash flows expected to be earned from trading activity, cash balances & treasury returns and other fee related revenue streams. The calculations are most sensitive to the following assumptions:

- Discount rates
- Future cash flows

3. INVESTMENTS *CONTINUED*

Discount rates – A discount rate of 14.5% has been applied to the estimated cash flows to reflect a prudent estimate of present value. The discount rate takes into account the risk associated with future cash flows which are derived from the investment and is based on cost of capital calculations, with reference to industry wide and business specific factors.

Future cash flows – Future cash flows have been forecast for the next 5 years based on management forecasts, and extrapolated beyond this period using a growth rate of 2.3%, based on forecast UK GDP growth rates.

Sensitivity analysis has been performed on the impairment assessment, and other than disclosed below management believes that no reasonably possible change in any of the key assumptions would cause the carrying value of the assets to exceed their recoverable amounts. Any adverse change in key assumptions would, in isolation, cause a further impairment loss to be recognised.

The following table outlines the likely impact of a 0.5 percentage point increase or decrease in the key assumptions used to determine the recoverable amount of the investment. The changes in the following table to assumptions used in the impairment review would, in isolation, lead to an increase/(decrease) in the aggregate impairment loss recognised in the year ended 31 October 2015.

	Increase by 0.5pps £'000	Decrease by 0.5pps £'000
Discount rate	315	(344)
UK GDP growth forecasts	(229)	211

4. SHARE CAPITAL

	31 October 2015 £000	*31 October 2014 £000*
Equity share capital:		
Authorised:		
Ordinary shares of £1 each	7,402	3,238
Ordinary redeemable shares of £1 each	1,400	1,400
	8,802	4,638
Allotted, called up and fully paid:		
Ordinary shares of £1 each	7,402	3,238
Ordinary redeemable shares of £1 each	1,400	1,400
	8,802	4,638

Ordinary redeemable shares of £1 each rank equally with the existing ordinary shares except that they can be redeemed at par at any time in whole or in part at the option of the company.

During the year, a capital injection was approved by the board for up to £4,164,985. £4,164,985 has been injected to date. 4,164,985 £1 ordinary shares were allotted on 29 January 2015 and 7 May 2015, at par, for cash consideration (fully paid). This was used to purchase an additional 4,164,985 £1 shares in TD Direct Investing (Europe) Limited.

5. RELATED PARTY TRANSACTIONS

There were no related party transactions that require disclosure under International Accounting Standard 24.

6. PARENT UNDERTAKING AND CONTROLLING PARTY

The company's ultimate UK parent undertaking in the period was TD Wealth Holdings (UK) Limited, a company incorporated in England.

YorkSHARE Limited is included within the UK consolidated accounts of TD Wealth Holdings (UK) Limited.

The company's ultimate parent company and controlling party is TD Bank, which is incorporated in Canada. Copies of the group financial statements may be obtained from:

Finance and Control Division
TD Bank
PO Box 1
Toronto Dominion Centre
King St. W and Bay St
Toronto
Ontario M5K 1A2
Canada

7. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the year end, further impairment losses totalling £1,938,000 were recognised in the income statement relating to investments.

This followed a decline in the fair value of investments, in light of the strategic review of the business performed by the Company's ultimate parent company. No adjustment has been made to the financial statements for the year ended 31 October 2015 to reflect these subsequent impairment losses, as these are treated as non-adjusting events in accordance with IAS 10 'Events After the Reporting Period.' As outlined in the Directors' Report, there is no indication that the going concern assumption is no longer appropriate as a result of this strategic review.

There have been no other events which have occurred since 31 October 2015 that would require disclosure in the financial statements of the Group.